

C06497-2014

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Dec 10, 2014
2. SEC Identification Number
AS094-006430
3. BIR Tax Identification No.
003-942-108
4. Exact name of issuer as specified in its charter
EMPIRE EAST LAND HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
21st Floor The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 8678351 to 59
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	14,676,199,167
11. Indicate the item numbers reported herein
Item 9 (14)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange,

and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Empire East

Empire East Land Holdings, Inc.

ELI

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment to the Third Article of the Articles of Incorporation of Empire East Land Holdings, Inc.

Background/Description of the Disclosure

The Company proposes to amend the third Article of its Articles of Incorporation to reflect the complete principal office address of the Corporation from "Metro Manila, Philippines" to "21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines." The amendment is being made in compliance with SEC Memorandum Circular No. 6, Series of 2014 which requires existing corporations whose articles of incorporation indicate "Metro Manila" as their principal office address to file an amended articles of incorporation in order to specify their complete address.

Date of Approval by Board of Directors	Apr 15, 2014
Date of Approval by Stockholders	Jun 10, 2014
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Nov 24, 2014

Amendment(s)

Article No.	From	To

Third Article	Third: That the place where the principal office of the Corporation is to be established or located is in Metro Manila, Philippines.	Third: That the place where the principal office of the Corporation is to be established or located is at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines.
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Rationale for the amendment(s)

The amendment is being made in compliance with SEC Memorandum Circular No. 6, Series of 2014 which requires existing corporations whose articles of incorporation indicate "Metro Manila" as their principal office address to file an amended articles of incorporation in order to specify their complete address.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporations with the SEC	Nov 20, 2014
Expected date of SEC approval of the Amended Articles of Incorporation	Nov 24, 2014

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

This disclosure is being amended to report the Securities and Exchange Commission approved on 24 November 2014, the amended Articles of Incorporation of the Company reflecting the complete principal office address of the Company in compliance with SEC Memorandum Circular No. 6, Series of 2014.

Attached is a copy of Amended Articles of Incorporation of the Company.

Filed on behalf by:

Name	Rhodora Edangalino
Designation	Authorized User

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **December 10, 2014**
Date of Report
2. SEC Identification No: **AS094-006430** 3. BIR Tax Identification No : **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **21st Floor, The World Centre**
330 Sen. Gil J. Puyat Avenue
Makati City, Philippines 1227
Address of principal office
8. **(632) 867-8351 to 59**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Class	Number of Shares of Common Stock Outstanding
Common	14,676,199,167

10. **Item 9 (b)**

The Securities and Exchange Commission approved on 24 November 2014, the amended Articles of Incorporation of the Company reflecting its complete principal office address of the Company in compliance with SEC Memorandum Circular No. 6, Series of 2014.

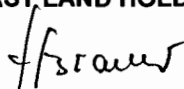
Attached is a copy of the Amended Articles of Incorporation of the Company, which was received on December 9, 2014.

SIGNATURE

Pursuant to the requirements of The Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMPIRE EAST LAND HOLDINGS, INC.

By:



EVELYN G. CACHO
Vice President for Finance and
Corporate Information Officer
December 10, 2014



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. ASO94-6430

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

EMPIRE EAST LAND HOLDINGS, INC.

[Amending Article III thereof.]

copy annexed, adopted on April 15, 2014 by majority vote of the Board of Directors and on June 10, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 24th day of November, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Amended Articles of Incorporation

SEC Registration Number

A S 0 9 4 - 6 4 3 0

Former Company Name

E M P I R E E A S T L A N D H O L D I N G S , I N C .

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

2 1 / F T H E W O R L D C E N T R E 3 3 0 S E N .

G I L P U Y A T A V E . M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

867-80-22

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

EVELYN G. CACHO

Email Address

Telephone Number/s

867-80-22

Facsimile Number/s

Contact Person's Address

21st Floor, The World Centre, Sen. Gil Puyat Ave., Makati City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D. _____

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

- | | | | |
|--------------------------|---|-------|-------|
| <input type="checkbox"/> | Corporate and Partnership Registration Division | _____ | _____ |
| <input type="checkbox"/> | Green Lane Unit | _____ | _____ |
| <input type="checkbox"/> | Financial Analysis and Audit Division | _____ | _____ |
| <input type="checkbox"/> | Licensing Unit | _____ | _____ |
| <input type="checkbox"/> | Compliance Monitoring Division | _____ | _____ |

AMENDED
ARTICLES OF INCORPORATION
OF
Empire East Land Holdings, Inc.

KNOWN ALL MEN BY THESE PRESENTS :

That we, all of whom are Filipinos, of legal age, residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines :

AND WE HEREBY CERTIFY :

FIRST : That the name of said Corporation shall be EMPIRE EAST LAND HOLDINGS, INC. (the "Corporation ")

PRIMARY PURPOSE

SECOND : That the purpose for which said Corporation is formed are :

a) To engage in the business of real estate development, mass community housing , townhouses and row houses development, residential subdivision and other massive horizontal land development, alone or in syndicate or joint ventures with others and for this purpose acquire land by purchase, lease, donation or otherwise, and to own, use, improve, subdivide, hold, administer, sell, convey, exchange, lease, mortgage, dispose of, work, improve, develop, subdivide and otherwise deal in real property of any kind and interest or right therein and to construct, improve, manage or otherwise dispose of buildings, condominium, apartments and other structures of whatever kind, together with their appurtenances whether for dwelling, commercial or industrial purposes ;

b) To conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing and operating hotels, lodges, resorts and other tourist-oriented projects, either alone or in conjunction with others; and

c) To perform all and everything necessary and proper for the attainment of the said purposes, or in furtherance of any of the above purposes, either alone or in association with corporations or individuals.

SECONDARY PURPOSES

a) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in organization, merger or consolidation thereof, and in connection with such activities, to subscribe to, purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise, or purchase or otherwise acquire all or part of assets, franchise, concession or goodwill of any firm, corporation or establishments as may be allowed by law;

b) To borrow money, to make and issue notes and other evidence of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, in amounts as the business of the Corporation may require;

c) To deal in engage and transact, directly or indirectly, all forms of business and mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables or immovables, goods, wares, chattels, choses in action, tangible and intangible property, technical and industrial equipment and machineries, personal and real things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals;

d) To borrow or raise money or funds for the purpose/s of the Corporation, and in pursuance thereof, to issue any mortgage, hypothecation, deed of trust, debenture, bond, lien or obligation of the Corporation, either at par premium, secured by all or any parts of the undertakings revenues, rights and properties of the Corporation and to exchange or vary from time to time any such securities;

e) To carry on a general mercantile and commercial business, buying or otherwise acquiring, holding, importing and exporting, selling and otherwise disposing, and dealing in goods, wares, merchandise or anything of any nature, natural or artificial, which is or may become an article of commerce;

f) To act as commercial or general agent or factor, to undertake the general management or representation of any person, either within or without the Philippines; in no case, however, shall the Corporation manage the funds, securities and portfolios and similar assets of such managed entities; any transaction or negotiation of any business of shipping, air, water or land passenger and/or freight transportation, maritime, commercial, manufacturing, or other business of any nature whatsoever and while so acting as such agent, factor or manager, to perform such acts, enter into such contracts and obligations and carry on such transactions as shall tend to promote the best interests of the Corporation and those it represents;

g) To do a general business as commission merchant, selling agent and factor, and conduct, manage and operate the general business of importers and exporters, to make such contracts as may from time to time be required to be made; to deal or traffic in, negotiate, acquire, keep and dispose of commercial or other papers;

h) In furtherance of its business, enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, domestic or foreign or others;

i) To acquire for itself by purchase, and to invest in hold, sell, or otherwise dispose of, stocks, bonds, debentures, certificates or other securities of any corporation, domestic or foreign, or the bonds or other obligations and evidence of indebtedness of any person or persons, in the same manner and extent as juridical persons might, could or would do, and while the owner or holder of such stocks, bonds or other securities, to exercise all the rights, powers and privileges appurtenant thereto without necessarily engaging in stock brokerage herein;

j) To apply for, obtain, register lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign or otherwise dispose of any trademark, trade name,

trade secret, formula, patent, invention, copyright, improvement or process used in connection with or secured under letter, patent or copyright, domestic or foreign;

k) Directly or indirectly, to buy, sell, rent, manufacture, install, use, operate and generally deal in machines, mechanisms, devices, apparatuses, inventions, gadgets and equipment of all kinds and types and technical and industrial improvements known to and within the commerce of man;

l) To make, enter into, execute, ratify, confirm, sign, undertake and perform contracts of any and all kinds of description with any person, firm or corporation, whether governmental public or private, without limit as to amount and conditions, including but not by way of limitations, contracts, creating rights, encumbrances, liens, assessments, servitudes and other privileges respecting any of the property of any kind owned by the Corporation; and,

m) To do all such other things and acts as are necessary or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated, directly, to enhance the value of or render profitable any business of the Corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by the laws of the Philippines now or hereafter existing, and provided further that the funds of the Corporation invested for one purpose shall not be diverted for another purpose except in accordance with Section 17 of the Corporation Code, as amended.

THIRD : That the place where the principal office of the Corporation is to be established or located is at the **21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines.** (Amended as of 15 April 2014)

FOURTH : That the term for which said Corporation is to exist is fifty (50) years from and after that date of its incorporation.

FIFTH : That the names, nationalities and addresses of the incorporators of said Corporation are as follows :

ANDREW L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills San Juan, Metro Manila
CIRILO L. MANLANGIT	Filipino	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila
LOURDES G. CLEMENTE	Filipino	#18 Denmark Street, Better Living Subd., Parañaque, Metro Manila

SIXTH : That the number of Directors of said Corporation shall be seven (7) and that the names and residences of the Directors of the Corporation who shall initially serve until their

successors are elected and qualified as provided in the By-Laws are as follows, to with : (Amended as of March 26, 1998)

ANDREW L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
KATHERINE L. TAN	Filipino	10 Taft Street, Greenhills San Juan, Metro Manila
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills San Juan, Metro Manila
CIRILO L. MANLANGIT	Filipino	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila
LOURDES G. CLEMENTE	Filipino	#18 Denmark Street, Better Living Subd., Parañaque, Metro Manila

SEVENTH : That the amount of capital stock of said Corporation is PESOS : TWENTY-THREE BILLION FOUR HUNDRED NINETY-FIVE MILLION TWO HUNDRED THOUSAND (PhP23,495,200,000.00), Philippine currency, and said capital stock is divided into : **(AMENDED AS OF OCTOBER 12, 2007)**

a) TWENTY-ONE BILLION FOUR HUNDRED NINETY-FIVE MILLION TWO HUNDRED THOUSAND (21,495,200,000) shares of COMMON STOCK with par value of ONE PESO (PhP1.00) per share, and **(AMENDED AS OF OCTOBER 12, 2007)**;

b) ; TWO BILLION (2,000,000,000) shares of PREFERRED STOCK with par value of ONE PESO (PhP1.00) per share, and which shall be convertible, non-voting (except in those cases expressly provided by law and the Enabling Resolutions), and have no pre-emptive right to subscribe to or purchase any shares of any class. The Preferred Stock shall be issued subject to the following conditions, rights, preferences, qualifications and limitations and which shall appear and be printed on the Certificates of Preferred Stock.

The Preferred Shares may be issued from time to time in one or more series as the Board of Directors of the Corporation may determine. Provided, that there shall be a series of preferred shares which shall be redeemable. Authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of Preferred Shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate or amount, if any, and the price, period and manner of conversion or redemption of shares for each of such series. The specific terms and restrictions of each series of Preferred Shares shall be specified in such resolutions(s) as may be adopted by the Board of Directors prior to the issue of each of such series (the "Enabling Resolutions"), which resolutions shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation. Provided, however, that all Preferred Shares surrendered either upon conversion or redemption may again be issued or disposed of by the Corporation. (Amended as of March 26, 1998)

EIGHTH : That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY-FIVE MILLION PESOS (PhP125,000,000.00), Philippine currency, and

that the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>Name</u>	<u>Residence</u>	<u>Number of Shares Subscribed</u>	<u>Amount of Capital Stock</u>
MEGAWORLD PROPERTIES & HOLDINGS, INC.	16 th Floor Solidbank Bldg. 777 Paseo de Roxas, Makati. Metro Manila	124,999,995	PhP124,999,995.00
ANDREW L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1	1.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1	1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, Metro Manila	1	1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila	1	1.00
LOURDES G. CLEMENTE	#18 Denmark Street, Better Living Subd., Parañaque Metro Manila	1	1.00
		<u>125,000,000</u>	<u>PhP125,000,000.00</u>

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names :

MEGAWORLD PROPIERTIES & HOLDINGS, INC.	16 th Floor Solidbank Bldg. 777 Paseo de Roxas, Makati. Metro Manila	PhP31,249,999.00.00
ANDREW L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1.00
KATHERINE L. TAN	10 Taft Street, Greenhills San Juan, Metro Manila	1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, Metro Manila	1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis Street, Greenhills San Juan, Metro Manila	1.00
LOURDES G. CLEMENTE	#18 Denmark Street, Better Living Subd., Parañaque Metro Manila	1.00
	Total -	PhP1,250,004.00

CIRILO L. MANLANGIT - Res. Cert. No. 7211333-A issued at Makati, MM on March 16, 1994

LOURDES G. CLEMENTE - Res. Cert. No. 7211331-A issued at Makati, MM on March 16, 1994

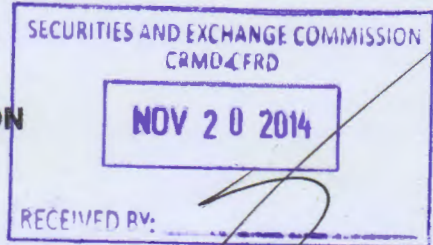
known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged that he/she voluntarily execute the same.

WITNESS MY HAND AND SEAL.

(Sgd.) NIMFA E. SILVESTRE E. PINEDA
Notary Public
Until December 31, 1994
PTR. No. 0369133; 2-1-93
Kalookan City

Doc. No. 432;
Page No. 87;
Book No. II;
Series of 1994

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

We, the Chairman of the Board, the Corporate Secretary and at least a majority of the members of the Board of Directors of EMPIRE EAST LAND HOLDINGS, INC. (the "Corporation"), a corporation organized and existing under Philippine laws with principal office at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines, do hereby certify that:

1. On 15 April 2014, at least a majority of the members of the Board of Directors of the Corporation approved the amendment of the Third Article of the Corporation's Articles of Incorporation to read as follows:

"THIRD : That the place where the principal office of the Corporation is to be established or located is at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines."

2. On 10 June 2014, during the Annual Meeting of stockholders of the Corporation held in Eastwood City, Bagumbayan, Quezon City, stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the said amendment to the Third Article of the Corporation's Articles of Incorporation.

3. The amendment to the Third Article of the Corporation's Articles of Incorporation consisting of the change in the principal office address of the Corporation from "Metro Manila, Philippines" to "21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines" is embodied in the attached true and correct copy of the Corporation's Amended Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this ~~NOV 20 2014~~ at Makati City, Philippines.

[Signature]
ANDREW L. TAN
Chairman of the Board

GERARDO C. GARCIA
Director
Chairman, Annual Meeting

[Signature]
ANTHONY CHARLEMAGNE C. YU
Director

[Signature]
ENRIQUE SANTOS L. SY
Director

[Signature]
EVELYN G. CACHO
Director

ALEJO L. VILLANUEVA, JR.
Director

[Signature]
DENNIS E. EDAÑO
Corporate Secretary

ACKNOWLEDGMENT

Republic of the Philippines)

PASIG CITY S.S.

PASIG CITY

BEFORE ME, a Notary Public for and in _____,
Philippines this _____ of **NOV 20 2014** 2014 at _____,
Philippines, personally appeared the following:

Name	Competent Evidence of Identity
Andrew L. Tan	Tax Identification No. 125-960-003
Anthony Charlemagne C. Yu	Tax Identification No. 132-173-451
Gerardo C. Garcia	Tax Identification No. 110-183-659
Enrique Santos L. Sy	Tax Identification No. 125-960-296
Evelyn G. Cacho	Tax Identification No. 127-326-686
Alejo L. Villanueva, Jr.	Tax Identification No. 127-326-686
Dennis E. Edaño	Tax Identification No. 207-906-709

who were identified by me through competent evidence of identity or personally known to me to be the same persons described in the foregoing instrument, who acknowledged before me that their respective signatures on the instrument were voluntary affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand on the day, year and place first abovewritten.

Doc. No. 251
Page No. 51
Book No. CCCVI
Series of 2014.

Notary Public

ATTY. RAMON L. CARIPIO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
ROLL NO. 22,172 TIN 106-918-897
MCLE NO. IV-0006300/18P NO. 954268
PTR NO. 9629822 ISSUED ON JAN. 3, 2014 AT PASIG CITY

Republic of the Philippines)
Pasig City) S.S.

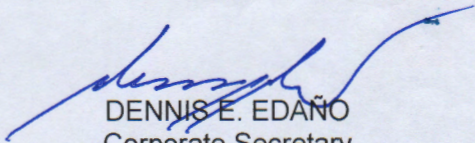
SECRETARY'S CERTIFICATE

I, DENNIS E. EDAÑO, of legal age, Filipino, married and with residential address at No. 7 Walnut St., Ferndale Homes, Brgy. Pasong Tamo, Quezon City Philippines, after being duly sworn, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of EMPIRE EAST LAND HOLDINGS, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 21st Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or any claim by any person against the Board of Directors, individual directors or major corporate officers of the Corporation in their capacity as directors or officers or vice-versa.

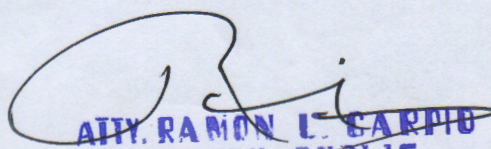
IN WITNESS WHEREOF, I have hereunto set my hand this NOV 18 2014 at Makati City, Metro Manila, Philippines.


DENNIS E. EDAÑO
Corporate Secretary
NOV 18 2014

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, affiant exhibiting to me his Tax Identification No. 207-906-709.

Doc. No. 462
Page No. 23
Book No. CLC-111
Series of 2014.

Notary Public


ATTY. RAMON L. SAPIO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
ROLL NO. 22,172 TIN 106-918-897
MCLE NO. IV-0006300/IBP NO. 954268
PTR NO. 9829822 ISSUED ON JAN. 3, 2014 AT PASIG CITY